

UNITED STATES BANKRUPTCY COURT Southern District of Texas					VOLUNTARY PETITION				
Name of Debtor (if individual, enter Last, First, Middle): <b>Haverhill Chemicals LLC</b>					Name of Joint Debtor (Spouse) (Last, First, Middle):				
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>45-2540425</b>					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):				
Street Address of Debtor (No. and Street, City, and State): <b>450 Gears Road, Suite 510 Houston, Texas</b> <div style="text-align: right;">ZIP CODE <b>77067</b></div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>				
County of Residence or of the Principal Place of Business: <b>Harris County, Texas</b>					County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>				
Location of Principal Assets of Business Debtor (if different from street address above): <b>1019 Haverhill-Ohio Furnace Road, Haverhill, Ohio</b> <div style="text-align: right;">ZIP CODE <b>45636</b></div>									
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding					
<b>Chapter 15 Debtors</b>  Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check <b>one</b> box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.					
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 ( <i>amount subject to adjustment on 4/01/16 and every three years thereafter</i> ). ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).				
<b>Statistical/Administrative Information</b>  <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000									
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Haverhill Chemicals LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor:		Case Number:	Date Filed:
District:		Relationship:	Judge:
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p><b>X</b> _____                  Signature of Attorney for Debtor(s) (Date)</p>	
<p style="text-align: center;"><b>Exhibit C</b></p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p style="text-align: center;"><b>Exhibit D</b></p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>			
<p style="text-align: center;"><b>Information Regarding the Debtor - Venue</b>                  (Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p style="text-align: center;"><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>                  (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <div style="margin-left: 400px;">                 _____                  (Name of landlord that obtained judgment)             </div> <div style="margin-left: 400px;">                 _____                  (Address of landlord)             </div> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): <b>Haverhill Chemicals LLC</b>
<b>Signatures</b>	
<b>Signature(s) of Debtor(s) (Individual/Joint)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).  I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X _____ Signature of Debtor  X _____ Signature of Joint Debtor  _____ Telephone Number (if not represented by attorney)  _____ Date	<b>Signature of a Foreign Representative</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.  (Check only <b>one</b> box.)  <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.  <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.  X _____ (Signature of Foreign Representative)  _____ (Printed Name of Foreign Representative)  _____ Date
X _____ Signature of Attorney* for Debtor(s) <b>Kyung S. Lee</b> Printed Name of Attorney for Debtor(s) <b>Diamond McCarthy LLP</b> Firm Name <b>909 Fannin Street, Suite 1500</b> <b>Houston, Texas 77010</b> Address <b>(713) 333-5100</b> Telephone Number  _____ Date  <small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small>	<b>Signature of Non-Attorney Bankruptcy Petition Preparer</b>  I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.  _____ Printed Name and title, if any, of Bankruptcy Petition Preparer  _____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)  _____ Address  X _____ Signature  _____ Date  Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.  Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.  If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.  <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i>
<b>Signature of Debtor (Corporation/Partnership)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X _____ Signature of Authorized Individual <b>Paul Deputy</b> Printed Name of Authorized Individual <b>Chief Financial Officer</b> Title of Authorized Individual  _____ Date	

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING  
OF THE MANAGERS OF HAVERHILL CHEMICALS LLC**

**August 21, 2015**

The undersigned, being all of the managers (the “Managers”) of Haverhill Chemicals LLC, a Texas limited liability company (the “Company”), hereby waive the holding of a meeting, and notice thereof, and consent to the adoption of the following resolutions by written consent pursuant to Section 11.9 of the First Amended and Restated Company Agreement of Haverhill Chemicals LLC dated January 31, 2012, (as amended from time to time, the “Agreement”):

**WHEREAS**, the Managers have previously communicated among themselves and in consultation with the Company’s officers and professionals for the purpose of determining whether exigent circumstances make it necessary or desirable for the Company to commence voluntary proceedings for relief under chapter 11 of title 11 of United States Code, 11 U.S.C. §§ 101, *et al.* (as amended, the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Bankruptcy Court”);

**WHEREAS**, in light of such circumstances, the Managers have recommended to the Class A Members (as defined in the Agreement) that the Company file a voluntary petition in the Bankruptcy Court pursuant to Chapter 11 of the Bankruptcy Code and Section 11.2 (R) of the Agreement; and

**WHEREAS**, upon due deliberation in the course of such discussions, the Managers unanimously determined, in light of such circumstances, that it is in the best interest of the Company to file a voluntary petition in the Bankruptcy Court pursuant to Chapter 11 of the Bankruptcy Code.

**FILING OF BANKRUPTCY**

**NOW, THEREFORE, BE IT RESOLVED**, that pursuant to Section 11.2 (R) of Agreement and subject to and conditioned on the consent of the Majority in Interest of the Class A Members, the Managers hereby approve the Company filing a voluntary petition under chapter 11 of the Bankruptcy Code and authorize and direct the Chief Executive Officer and Chief Financial Officer and any other officer of the Company, or their duly elected or appointed successors in office (each an “Officer” and, collectively, the “Officers”) (consistent with the rights and powers vested in them by the laws of the State of Texas and by the Agreement) to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on the Company’s behalf in the Bankruptcy Court, so as to accomplish an orderly liquidation of the Company;

**FURTHER RESOLVED**, that all of the Officers be, and each of them hereby is, authorized and directed to appear in the Bankruptcy Court and all bankruptcy proceedings on the Company’s behalf, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on the Company’s behalf,

in connection with such bankruptcy case, including, without limitation, all petitions, affidavits, schedules, motions, pleadings, lists, statements of financial affairs and other documents that such Officer deems necessary, appropriate or desirable in connection with the proceedings under the Bankruptcy Code;

**FURTHER RESOLVED**, that the execution by any Officer of any document authorized by the foregoing resolutions, or any document executed in the accomplishment of any action or actions so authorized, shall become upon delivery the enforceable and binding act and obligation of the Company, without the necessity of the signature or attestation of any other Officer or Manager;

**FURTHER RESOLVED**, that in relation to the Company's commencement of a chapter 11 case under the Bankruptcy Code, the Officers are, and each of them hereby is, authorized and directed to ratify and continue the Company's engagement of Diamond McCarthy LLP ("Diamond McCarthy") as the Company's bankruptcy counsel and, in connection with the preparation for and commencement of such chapter 11 case, to engage Diamond McCarthy as bankruptcy counsel in such;

**FURTHER RESOLVED**, that all acts, transactions or agreements undertaken prior to the adoption of these resolutions by any of the Officers or representatives of the Company in its name and on its behalf, in connection with the foregoing matters, are ratified, confirmed and adopted by the Company;


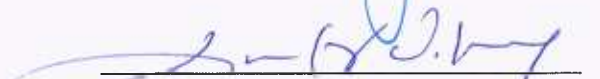
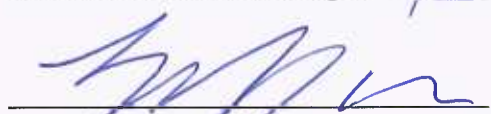
**FURTHER RESOLVED**, that each of the Officers is hereby authorized and directed to certify any of the matters set forth in these resolutions;

**FURTHER RESOLVED**, that this written consent may be executed in counterparts, all such executed counterparts together shall constitute one instrument, and each executed counterpart shall be deemed an original copy of this written consent; and

**FURTHER RESOLVED**, that this written consent, as executed by any of the undersigned, may be transmitted by facsimile machine, portable document format or any other electronic means and shall be treated in all manners and respects as an original document and an original signature.

*[remainder of page intentionally left blank – signature page follows]*

**IN WITNESS WHEREOF**, the undersigned, being all of the Managers of the Company, have executed this written consent as of the date first set forth above.

  
\_\_\_\_\_  
Vijay P. Goradia, Manager  
\_\_\_\_\_  
Hemant P. Goradia, Manager  
\_\_\_\_\_  
Swatantra V. Jain, Manager  
\_\_\_\_\_  
Eugene Kenyon, Manager



**WRITTEN CONSENT OF THE CLASS A MEMBERS  
OF HAVERHILL CHEMICALS LLC**

**August 21, 2015**

The undersigned, being the Class A Members holding more than fifty percent (50%) of the issued and outstanding Class A Units of Haverhill Chemicals LLC, a Texas limited liability company (the “Company”), hereby waive the holding of a meeting, and notice thereof, and consent to the following actions and resolutions by written consent pursuant to Section 13.9 of the First Amended and Restated Company Agreement of Haverhill Chemicals LLC dated January 31, 2012, (as amended from time to time, the “Agreement”):

**WHEREAS**, the Company’s Managers (as defined in the Agreement) have submitted to the Class A Members for consent and approval a proposed Unanimous Written Consent in Lieu of a Special Meeting of the Managers of Haverhill Chemicals LLC (the “Bankruptcy Consent”) authorizing the Company to commence voluntary proceedings for relief under chapter 11 of title 11 of United States Code, 11 U.S.C. §§ 101, *et al.* (as amended, the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Bankruptcy Court”);

**WHEREAS**, the Managers have determined that exigent circumstances make it in the best interest of the Company for the Company to file a voluntary petition in the Bankruptcy Court pursuant to Chapter 11 of the Bankruptcy Code and Section 11.2 (R) of the Agreement and have recommended the Class A Members approve the proposed Bankruptcy Consent; and

**WHEREAS**, upon due deliberation, the Class A Members determined, in light of such circumstances, that it is in the best interest of the Company to file a voluntary petition in the Bankruptcy Court pursuant to Chapter 11 of the Bankruptcy Code.

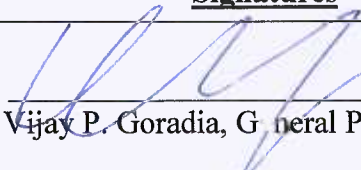
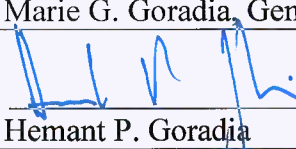
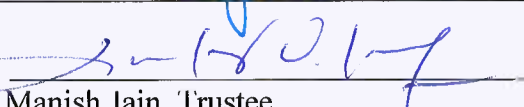

**FILING OF BANKRUPTCY**

**NOW, THEREFORE, BE IT RESOLVED**, that pursuant to Section 11.2 (R) of the Agreement, a Majority in Interest (as defined in the Agreement) of the Class A Members hereby consent to the actions set forth in the Bankruptcy Consent, including the filing by the Company of a voluntary petition under chapter 11 of the Bankruptcy Code;

**FURTHER RESOLVED**, that this written consent may be executed in counterparts, all such executed counterparts together shall constitute one instrument, and each executed counterpart shall be deemed an original copy of this written consent; and

**FURTHER RESOLVED**, that this written consent, as executed by any of the undersigned, may be transmitted by facsimile machine, portable document format or any other electronic means and shall be treated in all manners and respects as an original document and an original signature.

IN WITNESS WHEREOF, the undersigned, being at least a Majority in Interest of the Class A Members of the Company, have executed this written consent as of the date first set forth above.

<u>Class A Member</u>	<u>Ownership</u>	<u>Signatures</u>
Goradia Family Interests Ltd.	59.112%	By:  Vijay P. Goradia, General Partner
		By: _____ Marie G. Goradia, General Partner
Hemant P. Goradia	26.800%	By:  Hemant P. Goradia
Manish Jain 2006 Trust	11.100%	By:  Manish Jain, Trustee
Ajay Jain 2006 Trust		By:  Ajay Jain, Trustee
Indra P. Goradia	1.000%	By: _____ Indra P. Goradia
Alexandrina Barretto	1.000%	By: _____ Alexandrina Barretto
Vijay P. Goradia	0.954%	By: _____ Vijay P. Goradia
Vijay P. Goradia 2003 Trust	0.034%	By: _____ Marie G. Goradia, Trustee
		By: _____ Hemant P. Goradia, Trustee